

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-01139 (JKF)
Jointly Administered

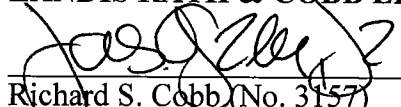
Ref. Nos. 18922 and 19478

**JOINDER OF JPMORGAN CHASE BANK, N.A. IN THE PRE-TRIAL
MEMORANDUM OF THE BANK LENDER GROUP IN OPPOSITION TO THE
DEBTORS' OBJECTION TO CLAIMS ASSERTED UNDER THE DEBTORS'
CREDIT AGREEMENTS DATED AS OF MAY 14, 1998 AND MAY 5, 1999**

JPMorgan Chase Bank, N.A., in its capacity as Administrative Agent under the Pre-Petition Bank Credit Facilities¹, by and through its undersigned counsel, hereby joins in the *Pre-Trial Memorandum of the Bank Lender Group in Opposition to the Debtors' Objection to Claims Asserted under the Debtors' Credit Agreements Dated as of May 14, 1998 and May 5, 1999*.

Dated: September 5, 2008
Wilmington, Delaware

LANDIS RATH & COBB LLP


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- and -

¹ The Pre-Petition Bank Credit Facilities include (i) that certain Credit Agreement, dated May 14, 1998, among the W.R. Grace & Co. (the "Company"), W.R. Grace & Co.-Conn, The Chase Manhattan Bank, as Administrative Agent, Chase Securities Inc., as arranger, and certain Banks party thereto (the "1998 Credit Agreement"), and (ii) that certain 364-Day Credit Agreement, dated May 5, 1999, among the Company, W.R. Grace & Co.-Conn, Bank of America National Trust Savings Assoc., as documentation agent, The Chase Manhattan Bank, as administrative agent, Chase Securities, Inc., as book manager, and certain Banks party thereto (as amended, the "1999 Credit Agreement," together with the 1998 Credit Agreement, the "Credit Agreements"). JPMorgan Chase Bank, N.A. is the successor in the merger with The Chase Manhattan Bank.

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As Administrative Agent